UNITED STATES DISTRICT COURT		
SOUTHERN DISTRICT OF NEW YORK		
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IN RE VEECO INSTRUMENTS INC.	:	
SECURITIES LITIGATION	:	No. 7:05-MD-01695-CM
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	X	
	:	
THIS DOCUMENT RELATES TO:	:	
ALL ACTIONS	:	
	:	
	X	

## DECLARATION OF ROBERT F. SERIO IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS THE CONSOLIDATED AMENDED COMPLAINT

GIBSON, DUNN & CRUTCHER LLP 200 Park Avenue New York, New York 10166-0193 Phone: (212) 351-4000

Fax: (212) 351-4035

Attorneys for Defendants Veeco Instruments Inc., Edward H. Braun, John F. Rein, Jr. and John P. Kiernan ROBERT F. SERIO declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

- 1. I am a partner of the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Veeco Instruments Inc., Edward H. Braun, John F. Rein, Jr., and John P. Kiernan in this action.
- 2. Attached hereto as Exhibit A is a true and correct copy of the November 3, 2003 press release of Veeco Instruments Inc. announcing the TurboDisc acquisition.
- 3. Attached hereto as Exhibit B is a true and correct copy of the transcript of a November 3, 2003 conference call regarding the TurboDisc acquisition.
- 4. Attached hereto as Exhibit C is a true and correct copy of the Form 10-K filed for Veeco Instruments Inc. for the year ended December 31, 2003.
- 5. Attached hereto as Exhibit D is a true and correct copy of the Form 10-K filed for Veeco Instruments Inc. for the year ended December 31, 2004.
- 6. Attached hereto as Exhibit E is a true and correct copy of the February 11, 2005 press release of Veeco Instruments Inc.
- 7. Attached hereto as Exhibit F is a chart of the closing prices of Veeco Instruments Inc. publicly traded stock for all business days on and between February 10, 2005, and December 1, 2005.
- 8. Attached hereto as Exhibit G is a true and correct copy of a webpage from the Veeco Instrument Inc. website listing all of its global offices, *available at* http://www.veeco.com/html/offices.asp.
- 9. Attached hereto as Exhibit H is a true and correct copy of Accounting Research Bulletin No. 43.

- 10. Attached hereto as Exhibit I is a true and correct copy of a contract dated October 2003 relating to the sale of Veeco Instrument Inc.'s MOCVD production systems to the Sanan Group (the "Sanan Group purchase contract").
- 11. Attached hereto as Exhibit J is a true and correct copy of Statement of Financial Accounting Standards No. 5, Accounting for Contingencies.

Executed on December 2, 2005.

Robert F. Serio